

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**Objection Deadline: December 4, 2023 at 4:00 p.m. (ET)
Hearing Date: December 11, 2023 at 2:00 p.m. (ET)**

**COVER SHEETS FOR FIRST INTERIM APPLICATION OF
BAKER & HOSTETLER LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JUNE 27, 2023 TO AND INCLUDING SEPTEMBER 30, 2023**

| | |
|---|------------------------------------|
| Name of Applicant: | Baker & Hostetler LLP |
| Authorized to Provide Professional Services to: | Debtors and Debtors in Possession |
| Date of Retention: | Effective June 27, 2023 |
| Period for Which Compensation and Reimbursement Are Requested: | June 27, 2023 – September 30, 2023 |
| Total Amount of Compensation (100%): | \$1,020,635.10 |
| Amount of Compensation Requested by Prior Monthly Fee Applications (80%): | \$816,508.08 |
| Amount of Compensation Held Back from Prior Monthly Fee Applications (20%): | \$204,127.02 |
| Total Amount of Expense Reimbursement: | \$30,373.22 |
| Aggregate Amount of Compensation and Expense Reimbursement | \$1,051,008.32 |

This is an interim fee application.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

MONTHLY FEE APPLICATIONS FILED

| (1) | (2) | (3) | (4) | (5) | (6) | (7) | (8) | (9) | (10) |
|------------------------|--------------------------|--------------|-------------|------------------------------|------------|-------------|----------|------------------------------------|----------|
| | | Requested | | Approved On Monthly Basis | | Holdback | | Total Approved By Interim Order | |
| Date; D.I. | Period Covered | Fees | Expenses | Fees | Expenses | Fees | Expenses | Fees | Expenses |
| 10/09/2023 D.I. 533 | 6/27/2023 – 7/31/2023 | \$336,365.55 | \$5,201.32 | \$269,092.44 | \$5,201.32 | \$67,273.11 | \$0.00 | TBD | TBD |
| 11/01/2023 D.I. 659 | 8/1/2023 – 8/31/2023 | \$627,392.25 | \$25,171.90 | TBD | TBD | TBD | TBD | TBD | TBD |
| 11/14/2023 D.I. 691 | 9/1/2023- 9/30/2023 | \$56,877.30 | \$0.00 | TBD | TDB | TBD | TBD | TBD | TBD |

**SUMMARY OF TOTAL FEES AND HOURS
BY ATTORNEYS AND PARAPROFESSIONALS**

| Name of Professional | Date of Bar Admission | Position with the Applicant | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|------------------------|-----------------------|-----------------------------|---------------------|----------------------|---------------------|
| Susan L. Atkinson | | Paralegal | 260.00 | 2.7 | 715.50 |
| Cory N. Barnes | 11/13/2018 | Associate | 450.00 | 49.0 | 22,050.00 |
| Erica Barrow Clark | 12/03/2013 | Associate | 970.00 | 1.7 | 1,649.00 |
| Alexis C. Beachdell | 11/17/2008 | Partner | 570.00 | 2.1 | 1,197.00 |
| Frederick C. Bingham | 12/03/2013 | Associate | 805.00 | .3 | 241.50 |
| Martin T. Booher | 08/20/2013 | Partner | 1,040.00 | .6 | 624.00 |
| Terry M. Brennan | 11/13/1995 | Partner | 720.00 | 102.9 | 74,088.00 |
| David H. Brown | 06/27/2021 | Associate | 610.00 | 2.6 | 1,586.00 |
| Mario Calabretta | | Litigation Coordinator | 315.00 | .5 | 157.50 |
| Todd A. Dawson | 11/17/1998 | Partner | 665.00 | 1.3 | 864.50 |
| Shareef S. Farag | 11/03/2007 | Partner | 790.00 | 1.2 | 948.00 |
| Suzanne K. Hanselman | 11/18/1991 | Partner | 805.00 | 4.2 | 3,381.00 |
| John J. Harrington | 11/07/2005 | Partner | 770.00 | .8 | 616.00 |
| Scott C. Holbrook | 11/20/2000 | Partner | 690.00 | 235.3 | 162,357.00 |
| Daniel M. Kavouras | 11/05/2012 | Partner | 565.00 | 260.2 | 147,013.00 |
| Thomas R. Lucchesi | 10/29/1984 | Partner | 920.00 | 207.3 | 190,716.00 |
| Melissa B. Mannino | 05/05/1996 | Partner | 1,020.00 | .4 | 408.00 |
| Natalie E. Martucci | | Paralegal | 250.00 | 31.7 | 7,925.00 |
| Michael H. McDonald | | Litigation Project Mgr. | 310.00 | 96.7 | 29,977.00 |
| Meagan L. Moore | 11/07/2005 | Counsel | 605.00 | .6 | 363.00 |
| Brian M. Murray | 11/08/1999 | Partner | 685.00 | 5.7 | 3,904.50 |
| Elliot J. Nash | 11/08/2021 | Associate | 380.00 | 64.0 | 24,320.00 |
| Anthony B. Ponikvar | 11/07/2016 | Associate | 500.00 | 284.8 | 142,400.00 |
| Scott E. Prince | 11/07/2016 | Associate | 500.00 | 31.5 | 15,750.00 |
| Katlin E. Rust | 11/17/2014 | Associate | 530.00 | .5 | 265.00 |
| Sabrina L. Shadi | 12/06/1999 | Partner | 790.00 | 3.0 | 2,370.00 |
| Douglas L. Shively | 01/11/2016 | Partner | 555.00 | 2.2 | 1,221.00 |
| James A. Slater | 01/18/2002 | Partner | 685.00 | 3.8 | 2,603.00 |
| Matthew F. Somogye | 12/14/2020 | Associate | 400.00 | 2.5 | 1,000.00 |
| Janet A. Spreen | 05/16/2005 | Partner | 780.00 | 173.4 | 135,252.00 |
| Brittany E. Stevenson | 12/14/2020 | Associate | 400.00 | 120.2 | 48,080.00 |
| Christopher R. Switzer | 11/14/2022 | Associate | 360.00 | 2.0 | 720.00 |
| Sarah M. Szalay | | Paralegal | 260.00 | 10.0 | 2,600.00 |
| Michael A. VanNiel | 11/13/2001 | Partner | 790.00 | 122.4 | 96,696.00 |
| Jeffrey R. Vlasek | 11/05/2007 | Partner | 555.00 | 9.1 | 5,050.50 |
| Joseph H. Walsh | 11/07/2016 | Associate | 500.00 | 102.6 | 52,300.00 |
| TOTAL INCURRED | | | | 1,939.8 | 1,180,409.00 |
| LESS DISCOUNTS | | | | | -159,773.90 |
| TOTAL AMOUNT | | | | | 1,020,635.10 |
| | | | | Blended Rate: | 526.15 |

STATEMENT OF FEES AND EXPENSES BY PROJECT CATEGORY

| Task Code | Category Description | Total Hours | Total Fees |
|------------------|--|--------------------|---------------------|
| B100 | Administration | 3.6 | 1,800.00 |
| B110 | Case Administration | 11.1 | 6,703.50 |
| B160 | Fee – Employment Applications | 145.9 | 103,036.00 |
| B190 | Other Contested Matters | 10.4 | 7,494.50 |
| B200 | Operations | 3.2 | 2,126.50 |
| B210 | Business Operations | 3.4 | 2,260.00 |
| B220 | Employee Benefits – Pensions | 5.4 | 3,049.00 |
| B400 | Bankruptcy Related Advice | 1.0 | 685.00 |
| B450 | Employee Onboarding | 2.3 | 1,817.00 |
| B460 | Securities Matters | 301.0 | 188,754.00 |
| B470 | Karma Automotive LLC v. Client, et al. | 1,435.0 | 852,303.50 |
| B480 | Environmental Matters | 1.2 | 987.00 |
| B490 | Labor Matters | 13.5 | 7,552.50 |
| B500 | Contract Manufacturing Agreement | .5 | 265.00 |
| B510 | General Benefit Matters | 2.3 | 1,575.00 |
| | | | |
| | Totals | 1,939.8 | 1,180,409.00 |
| | Less Discounts | | -159,773.90 |
| | Totals | 1,939.9 | 1,020,635.10 |

EXPENSE SUMMARY

| Expense Category | Amount |
|---------------------------------------|------------------|
| Airfare/Trainfare | 1,281.25 |
| Corporate Services | 296.10 |
| Court Costs | 320.00 |
| Delivery Services | 151.94 |
| Miscellaneous | 24.90 |
| Other Professional Services | 5,000.00 |
| Outside Duplicating & Binding | 21,102.41 |
| Service of Process Fees/Subpoena Fees | 2,196.62 |
| Total: | 30,373.22 |

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**Objection Deadline: December 4, 2023 at 4:00 p.m. (ET)
Hearing Date: December 11, 2023 at 2:00 p.m. (ET)**

**FIRST INTERIM APPLICATION OF
BAKER & HOSTETLER LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
JUNE 27, 2023 TO AND INCLUDING SEPTEMBER 30, 2023**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members* [Docket No. 181] (the “**Interim Compensation Procedures**”), Baker & Hostetler LLP (“**B&H**”), special litigation and corporate attorneys for the debtors and the debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 case, hereby files this first interim application (this “**Application**”) for the period from June 27, 2023 to and including September 30, 2023 (the “**Application Period**”) requesting (a) interim allowance and payment of \$1,051,008.32, consisting of (i) compensation for professional services to the Debtors in the amount of \$1,020,635.10, representing 100% of the fees earned by B&H for professional services to the Debtors during the Application Period, and (ii) reimbursement of 100% of the actual and necessary expenses incurred by B&H during the Application Period in connection with such services in the amount of

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

\$30,373.22, without prejudice to B&H's right to seek additional compensation for services performed and expenses incurred during the Application Period, if any, which were not processed at the time of this Application, and (ii) grant such other and further relief as is just and proper.

Specifically, B&H requests that the Court award interim allowance of the compensation and reimbursement expenses that were the subject of the following Monthly Fee Applications (as defined below) that covered the Application Period.

On October 9, 2023, B&H filed its first monthly fee application (the "**First Monthly Fee Application**") for the period from June 27, 2023 to July 31, 2023 [Docket No. 533]. Pursuant to the Interim Compensation Procedures, B&H has been paid \$274,293.76, representing \$269,092.44 (80% of the \$336,365.55 of fees earned) and \$5,201.32 in expenses, and \$67,273.11 in fees have been held back.

On November 1, 2023, B&H filed its second monthly fee application (the "**Second Monthly Fee Application**") for the period of August 2023 [Docket No. 659]. While the objection period for the Second Monthly Fee Application under the Interim Compensation Procedures has not yet passed, should no objection be made, then B&H would be paid \$527,085.70, representing \$501,913.80 (80% of the \$627,392.25 of fees earned) and \$25,171.90 in expenses, and \$125,478.45 in fees will have been held back.

On November 14, 2023, B&H filed its third monthly fee application (the "**Third Monthly Fee Application**," and together with the First Monthly Fee Application and the Second Monthly Fee Application, the "**Monthly Fee Applications**") for the period of September 2023 [Docket No. 691]. While the objection period for the Third Monthly Fee Application under the Interim Compensation Procedures has not yet passed, should no objection be made, then B&H would be

paid \$45,501.84, representing \$45,501.84 (80% of the \$56,877.30 of fees earned) and \$0.00 in expenses, and \$11,375.46 in fees will have been held back.

As set forth in the Monthly Fee Applications, the compensation and reimbursement expenses that were the subject of the Monthly Fee Applications reflected voluntary reductions made by B&H before filing of, in the aggregate, \$167,515.90 in fees.

Exhibits A and **B** attached hereto contain certain schedules pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “U.S. Trustee Guidelines”).²

In addition, B&H states as follows in response to the questions set forth in paragraph C.5 of the U.S. Trustee Guidelines:

1. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Application Period? If so, please explain.
 - a. **As described more fully in the application to retain B&H [Docket No. 199], B&H agreed to a variety of courtesy and other discounts from its standard or customary billing rates, fees, and terms for services pertaining to this engagement. The amounts requested in this Application reflect the discounts to which B&H agreed.**
2. If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did you discuss the reasons for the variation with the client?
 - a. **The reasons for the variation were discussed with and approved by the client in light of the substantial discounts to fees provided to the client, which insure to the estate’s benefit.**
3. Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case?
 - a. **The professionals included in this Application did not vary their hourly rate based on the geographic location of the bankruptcy case.**

² Details of B&H’s fees and expenses for the Application Period are attached as exhibits to B&H’s Monthly Fee Applications.

4. Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.
 - a. **Yes. This Application includes time and fees related to reviewing or revising time records or preparing, reviewing or revising invoices in connection with the preparation of B&H's Monthly Fee Applications relating to the Application Period. B&H is seeking compensation for approximately \$4,503.00 in fees with respect to reviewing and revising time records to prepare such Monthly Fee Applications.**
5. Does this Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.
 - a. **Yes. Such time was spent by B&H to ensure that the time entries subject to this Application do not disclose privileged or confidential information and is included in the answer to "4" above. This review and any revisions associated therewith have been and are a necessary component of B&H's Monthly Fee Applications given the potentially sensitive services being provided by B&H.**
6. If the Application includes any rate increases since retention:
 - a. Did your client review and approve those rate increases in advance?
 - i. N/A.
 - b. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?
 - i. N/A.

[Remainder of Page Intentionally Left Blank]

Dated: November 14, 2023

BAKER & HOSTETLER LLP

/s/ Michael A. VanNiel
Michael A. VanNiel (0073948)
Key Tower
127 Public Square, Suite 2000
Cleveland, Ohio 44114
Telephone: (216) 621-0200
Facsimile: (216) 696-0740
mvanniel@bakerlaw.com

*Special Litigation and Corporate Counsel
to the Debtors*